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Katherine Stadler

*Attorneys for the Fee Committee*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
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**STIPULATION BETWEEN LATHAM & WATKINS LLP  
AND THE FEE COMMITTEE REGARDING THE  
THIRD INTERIM APPLICATION OF LATHAM & WATKINS LLP,  
SPECIAL COUNSEL TO THE DEBTORS,  
FOR COMPENSATION AND EXPENSES  
FOR THE PERIOD OCTOBER 1, 2010 THROUGH JANUARY 31, 2011**

**TO: THE HONORABLE JAMES M. PECK  
U.S. BANKRUPTCY JUDGE**

WHEREAS, on March 31, 2011, Latham & Watkins LLP (“Latham”) filed the  
*Application of Latham & Watkins LLP for Allowance of Interim Compensation and  
Reimbursement of Expenses for the Seventh Interim Period* (the “Third Fee Application”)  
[Docket No. 15468] seeking interim fees in the amount of \$89,101.50 for professional services  
rendered and reimbursement of out-of-pocket expenses in the amount of \$381.80;

WHEREAS, Latham regularly has received from the Debtors 80 percent of the amounts invoiced to the Debtors for professional services rendered and 100 percent of the amounts invoiced for expenses;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in Lehman Brothers Holdings, Inc. (the “Fee Committee”) has reviewed the Third Fee Application, issued a Confidential Letter Report on August 1, 2011, and entered into a dialogue with Latham regarding this application; and

WHEREAS, as a result of this dialogue, Latham has agreed to accept the Fee Committee’s proposed disallowance of fees in the amount of \$8,178 for professional services rendered and \$140.09 in Latham’s out-of-pocket expenses.

#### **STIPULATION**

NOW, THEREFORE, the Fee Committee and Latham hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving Latham’s request for interim compensation and reimbursement of expenses in the reduced amount of \$80,923.50 in fees and \$241.71 in expenses.

Dated: Madison, Wisconsin  
November 21, 2011

GODFREY & KAHN, S.C.

By: /s/ Katherine Stadler  
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*Attorneys for Fee Committee*

Dated: New York, New York  
November 14, 2011

LATHAM & WATKINS LLP

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